

Karfunkel Robert
 Form 4
 February 28, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Karfunkel Robert

2. Issuer Name and Ticker or Trading Symbol
 National General Holdings Corp.
 [NGHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President

(Last) (First) (Middle)
 C/O NGHC, 59 MAIDEN LANE,
 38TH FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2019

NEW YORK, NY 10038

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock, \$.01 par value	02/26/2019		M		17,584 ⁽¹⁾	A	\$ 0 103,655 D
Common Stock, \$.01 par value	02/26/2019		F		6,690 ⁽²⁾	D	\$ 0 96,965 D
Common Stock, \$.01 par value	02/26/2019		M		2,335 ⁽³⁾	A	\$ 0 99,300 D
Common	02/26/2019		F		868 ⁽⁴⁾	D	\$ 0 98,432 D

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Stock, \$.01
par value

Common Stock, \$.01 par value	02/28/2019	M	<u>16,084</u> (5)	A	\$ 0	114,516	D
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Common Stock, \$.01 par value	02/28/2019	F	<u>6,120</u> (6)	D	\$ 0	108,396	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	<u>(7)</u>	02/26/2019		M	17,584	<u>(8)</u> <u>(8)</u>	Common Stock, \$.01 par value 17,584
Restricted Stock Units	<u>(7)</u>	02/26/2019		M	2,335	<u>(9)</u> <u>(9)</u>	Common Stock, \$.01 par value 2,335
Restricted Stock Units	<u>(7)</u>	02/28/2019		M	16,084	<u>(10)</u> <u>(10)</u>	Common Stock, \$.01 par value 16,084
Restricted Stock Units	<u>(7)</u>	02/26/2019		A	99,414	<u>(11)</u> <u>(11)</u>	Common Stock, \$.01 par value 99,414

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karfunkel Robert C/O NGHC 59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038	X		President	

Signatures

/s/ Robert
Karfunkel

02/28/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2018.
- (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2018.
- (3) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2016.
- (4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2016.
- (5) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 28, 2017.
- (6) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 28, 2017.
- (7) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.
- (8) On February 26, 2018, Mr. Karfunkel received restricted stock units representing 52,752 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
- (9) On February 26, 2016, Mr. Karfunkel received restricted stock units representing 7,002 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
- (10) On February 28, 2017, Mr. Karfunkel received restricted stock units representing 48,253 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
- (11) On February 26, 2019, Mr. Karfunkel received restricted stock units representing 99,414 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.